

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 20-12168 (CSS)  
  
(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR TELEPHONIC AND VIDEO HEARING ON  
DECEMBER 14, 2020 AT 2:00 P.M. (ET)**

**THIS HEARING WILL BE HELD TELEPHONICALLY VIA COURTCALL AND, IN CERTAIN CIRCUMSTANCES, BY VIDEO VIA ZOOM. ALL PARTIES WISHING TO APPEAR MUST DO SO TELEPHONICALLY BY CONTACTING COURTCALL, LLC AT 866-582-6878. ONLY THOSE PARTIES THAT WILL BE ADDRESSING THE COURT SHOULD APPEAR BY VIDEO VIA ZOOM IN ADDITION TO THEIR COURTCALL REGISTRATION.**

**PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.**

**Topic: Town Sports Intl 20-12168 Confirmation  
Time: December 14, 2020 2:00 P.M. Eastern Time (US and Canada)**

**Join ZoomGov Meeting**  
<https://debuscourts.zoomgov.com/j/1600007545>

**Meeting ID: 160 000 7545  
Passcode: 237106**

**RESOLVED/CONTINUED MATTERS**

1. Motion of Natalie Cefaratti for Entry of an Order Modifying the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code and Waiving the Provisions of Fed. R. Bankr. P. 4001(a)(3) [Docket No. 655, 11/9/20]

**Related Documents:**

- A. Certification of Counsel [Docket No. 744, 12/3/20]

<sup>1</sup> The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the undersigned counsel for the Debtors.

- B. Order Resolving Motion for Stay Relief and Granting Natalie Cefaratti Relief from the Automatic Stay [Docket No. 749, 12/7/20]

Objection/Response Deadline: November 16, 2020 at 4:00 p.m. (ET) [Extended to December 7, 2020 at 4:00 p.m. (ET) solely with respect to the Debtors]

Objections/Responses Filed:

- C. Informal comments of the Debtors

Status: A revised order resolving the informal comments has been entered. No hearing is necessary.

2. Debtors' Motion for Entry of an Order Approving Settlement Agreement By and Among Debtors, Purchaser, and Certain Non-Debtor Affiliates [Docket No. 680, 11/17/20]

Related Documents:

- A. Certification of Counsel [Docket No. 740, 12/2/20]

- B. Order, Pursuant to Bankruptcy Code Section 105(a) and Bankruptcy Rule 9019, Approving Settlement Agreement [Docket No. 741, 12/3/20]

Objection/Response Deadline: December 1, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

- C. Informal comments of Motionsoft

Status: A revised order resolving the informal comments has been entered. No hearing is necessary.

3. Debtors' Motion for Entry of an Order Extending the Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 [Docket No. 725, 11/30/20]

Related Documents:

- A. Certificate of No Objection [Docket No. 767, 12/8/20]

- B. Order Extending the Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 [Docket No. 768, 12/9/20]

Objection Deadline: December 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

4. Motion of 161 East 86<sup>th</sup> Street Company LLC for Allowance and Payment of Rent and Other Post-Petition Lease Obligations Pursuant to 11 U.S.C. §§ 105(a), 365(d)(3), 503(b)(1) and 507(a) [Docket No. 727, 12/1/20]

Objection Deadline: December 8, 2020 at 4:00 p.m. (ET) [Extended solely with respect to the Debtors]

Objections/Responses Filed: None to date.

Status: This matter is being continued to a date to be determined.

### **CONTESTED MATTERS**

5. Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [160](#), 10/2/20]

#### Related Documents:

- A. Declaration of Christopher A. Wilson in Support of the Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [162](#), 10/2/20]<sup>2</sup>
- B. Order Shortening Notice [Docket No. [164](#), 10/5/20]
- C. Notice of Hearing [Docket No. [168](#), 10/5/20]
- D. Supplemental Declaration of Christopher A. Wilson in Support of the Debtors' Motion [Docket No. [190](#), 10/8/20]
- E. Notice of Filing of Blackline of Proposed Bidding Procedures Order [Docket No. [191](#), 10/8/20]
- F. Notice of Filing of Blackline of Proposed Bidding Procedures Order [Docket No. [202](#), 10/9/20]
- G. Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the

---

<sup>2</sup> The physical location of this declarant is Pasadena, CA.

Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [208](#), 10/9/20]

- H. Notice of Auction for the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Any and All Claims, Interests, and Encumbrances [Docket No. [275](#), 10/16/20]
- I. Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [278](#), 10/16/20]
- J. Affidavit of Publication [Docket No. [285](#), 10/19/20]
- K. Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [290](#), 10/20/20]
- L. Notice of Cancellation of Auction [Docket No. [347](#), 10/26/20]
- M. Second Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [543](#), 10/30/20]
- N. Notice of Filing of Proposed Order Approving the Sale of Substantially All of the Debtors' Assets [Docket No. [546](#), 11/1/20]
- O. Second Supplemental Declaration of Christopher A. Wilson in Support of the Debtors' Motion [Docket No. [550](#), 11/2/20]
- P. Notice of Revised Cure Amounts to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [551](#), 11/2/20]
- Q. Notice of Filing of Proposed Revised Order Approving the Sale of Substantially All of the Debtors' Assets [Docket No. [553](#), 11/2/20]
- R. Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (II) Authorizing the Debtors to Enter into the Asset Purchase Agreement, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Docket No. [639](#), 11/4/20]
- S. Second Notice of Revised Cure Amounts to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [673](#), 11/13/20]
- T. Third Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [683](#), 11/18/20]
- U. Third Notice of Revised Cure Amounts to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [726](#), 11/30/20]

Sale Objection/Response Deadline: October 23, 2020 at 4:00 p.m. (ET)

Sale Objections/Responses Filed:

V. Oracle's Rights Reservation [Docket No. [314](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

W. Limited Objection of 695 Atlantic Avenue Company, L.L.C. [Docket No. [325](#), 10/23/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

X. Objection of Landmark Center Park Drive, LLC [Docket No. [310](#), 10/23/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

Y. Supplemental Objection of Landmark Center Park Drive, LLC [Docket No. [349](#), 10/27/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

Cure Objection/Response Deadline: October 23, 2020 at 4:00 p.m. (ET) [Supplemental deadline is November 3, 2020 at 4:00 p.m. (ET); second supplemental deadline is November 13, 2020 at 4:00 p.m. (ET); third supplemental deadline is December 2, 2020 at 4:00 p.m. (ET)]

Cure Objections/Responses Filed:

Z. Limited Objection and Reservation of Rights of Google LLC [Docket No. [300](#), 10/22/20]

*Status: This matter has been resolved.*

AA. Objection of TFG Winter Street Property, LLC [Docket No. [303](#), 10/22/20]

*Status: This matter has been resolved in principle, subject to documentation.*

BB. Limited Objection and Reservation of Rights of Motionsoft, Inc. and Daxko, LLC d/b/a CSI Software [Docket No. [306](#), 10/22/20]

*Status: This matter has been resolved.*

CC. Limited Objection of Babson College [Docket No. [307](#), 10/22/20]

*Status: This matter has been resolved in principle, subject to documentation.*

DD. Objection of Matrix Mechanical Corp. [Docket No. [313](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

EE. Objection of 75-76 Third Avenue Assets IV LLC [Docket No. [316](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

FF. Limited Objection of T-C 501 Boylston Street LLC, TREA 350 Washington Street LLC and BP 111 Huntington Avenue LLC [Docket No. [317](#), 10/23/20]

*Status: This matter has been resolved.*

GG. Limited Objection and Reservation of Rights of 200 Madison Owner LLC [Docket No. [318](#), 10/23/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

HH. Objection and Reservation of Rights of 575 Lex Property Owner, L.L.C. [Docket No. [319](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

II. Limited Objection and Reservation of Rights of SAF-T-SWIM LLC [Docket No. [320](#), 10/23/20]

*Status: As the subject contracts have been rejected, this matter has been rendered moot.*

JJ. Objection of 2856 Astoria LLC [Docket No. [326](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

KK. Objection of 1221 Avenue Holdings LLC [Docket No. [327](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

LL. Opposition of 625 Mass Ave Owner, LLC [Docket No. [328](#), 10/23/20]

*Status: As the subject lease has been rejected, this matter has been rendered moot.*

MM. Objection of Macrolease Corporation [Docket No. [331](#), 10/23/20]

*Status: This matter has been resolved.*

- NN. Limited Objection of 39-01 QB LLC, Blumenfeld Development Group, LTD., Philips International Holding Corp. and Regency Centers, L.P. [Docket No. [332](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

- OO. Limited Objection of Country View Commons, LLC, Federal Realty Investment Trust, Store Master Funding XI, LLC, and The Macerich Company [Docket No. [333](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

- PP. Objection of Clearbrook Cross LLC [Docket No. [334](#), 10/23/20]

*Status: This matter has been resolved.*

- QQ. Limited Objection of DC USA Operating Co., LLC and HUSA Management Co., LLC [Docket No. [336](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

- RR. Objection of 1221 Avenue Holdings LLC to Proposed Form of Adequate Assurance of Future Performance [Docket No. [350](#), 10/27/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

- SS. Limited Objection of Langston Retail, LLC to Adequate Assurance Information and to Potentially Assumed and/or Assigned Lease and Reservation of Rights [Docket No. [353](#), 10/27/20]

*Status: This matter has been resolved as to the cure objection. With respect to the adequate assurance objection, the parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

- TT. Limited Objection of DC USA Operating Co., LLC and HUSA Management Co., LLC to Adequate Assurance Information [Docket No. [354](#), 10/27/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

- UU. Aetna Life Insurance Company's Limited Objection and Reservation of Rights [Docket No. [537](#), 10/30/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

VV. Objection and Reservation of Rights of R&D Air, Inc. [Docket No. [538](#), 10/30/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

WW. Limited Objection of EQC Nine Penn Center Property LLC [Docket No. [567](#), 11/3/20]

*Status: This matter has been resolved.*

XX. Limited Objection of Broadcast Music, Inc. to Debtors' Third Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [739](#), 12/2/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

YY. Supplemental Objection of 1221 Avenue Holdings LLC to Proposed Form of Adequate Assurance of Future Performance [Docket No. [755](#), 12/7/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be going forward.*

Status: As indicated in their respective status lines above, the parties continue to engage in discussions. If not resolved prior to the hearing, the matters will be going forward.

6. First Amended Joint Chapter 11 Plan of Town Sports International, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Solicitation Version) [Docket No. [586](#), 11/3/20]

Related Documents:

- A. Solicitation Version of the Disclosure Statement Relating to the First Amended Joint Chapter 11 Plan of Town Sports International, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [587](#), 11/3/20]
- B. Debtors' Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement on an Interim and Final Basis, (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (III) Shortening Certain Notice Periods and Establishing Related Procedures, (IV) Approving the Solicitation and Notice Procedures, (V) Approving the Combined Hearing Notice, and (VI) Granting Related Relief [Docket No. [293](#), 10/20/20]
- C. Order (I) Approving the Adequacy of the Disclosure Statement on an Interim Basis, (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (III) Shortening Certain Notice Periods and Establishing Related Procedures, (IV) Approving the Solicitation and Notice Procedures,



- (V) Approving the Combined Hearing Notice, and (VI) Granting Related Relief [Docket No. [561](#), 11/3/20]
- D. Notice of Hearing to Consider (I) the Adequacy of the Disclosure Statement and (II) Confirmation of the Joint Chapter 11 Plan filed by the Debtors [Docket No. [589](#), 11/3/20]
- E. Notice of Filing of Plan Supplement [Docket No. [706](#), 11/25/20]
- F. Statement of the Official Committee of Unsecured Creditors in Support of Confirmation of the First Amended Joint Chapter 11 Plan [Docket No. [707](#), 11/25/20]
- G. Affidavit of Service of Solicitation Materials [Docket No. [708](#), 11/25/20]
- H. Notice of Filing of Additional Exhibit to Plan Supplement [Docket No. [736](#), 12/2/20]
- I. Notice of Filing of Blackline of Plan [Docket No. [772](#), 12/9/20]
- J. Debtors' Memorandum of Law in Support of an Order (I) Approving the Debtors' Disclosure Statement on a Final Basis and (II) Confirming the Debtors' Joint Chapter 11 Plan [Docket No. [773](#), 12/9/20]
- K. Declaration of John C. DiDonato in Support of Confirmation of the Second Amended Joint Chapter 11 Plan of Town Sports International, LLC and its Affiliated Debtors Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [774](#), 12/9/20]<sup>3</sup>
- L. Declaration of Stephenie Kjontvedt on Behalf of Epiq Corporate Restructuring, LLC Regarding Voting and Tabulation of Ballots Cast on the First Amended Joint Chapter 11 Plan of Town Sports International, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. [775](#), 12/10/20]<sup>4</sup>
- M. Notice of Filing of Proposed Confirmation Order [Docket No. [776](#), 12/10/20]

Objection/Response Deadline: December 7, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed:

- N. Objection of KRG Bayonne Urban Renewal, LLC to the Joint Plan [Docket No. [751](#), 12/7/20]
- O. Limited Objection of 429-441 86<sup>th</sup> Street LLC to Disclosure Statement and Chapter 11 Plan and Notice of Opt-Out of Third-Party Releases Under the Plan [Docket No. [752](#), 12/7/20]

---

<sup>3</sup> The physical location of this declarant is Pittsburgh, PA.

<sup>4</sup> The physical location of this declarant is Westchester, NY.

- P. Notice of Opt-Out of Third-Party Release and Supplement to Objection of KRG Bayonne Urban Renewal, LLC to the Joint Plan [Docket No. [756](#), 12/7/20]
- Q. United States Trustee's Objection to Confirmation of First Amended Joint Chapter 11 Plan [Docket No. [757](#), 12/7/20]
- R. Limited Objection of Blumenfeld Development Group, LTD.; Philips International Holding Corp.; Tanger Outlets Deer Park, LLC; 39-02-QB, LLC; and Regency Centers, L.P. to Confirmation of the Debtors' First Amended Joint Chapter 11 Plan [Docket No. [758](#), 12/7/20]
- S. Joinder and Reservation of Rights of Three Park Building LLC to Objections to Confirmation [Docket No. [760](#), 12/7/20]
- T. Joinder and Reservation of Rights of 1221 Avenue Holdings LLC to Objections to Confirmation [Docket No. [761](#), 12/7/20]
- U. Limited Objection of Shakir Yousif Farsakh to Disclosure Statement and Chapter 11 Plan and Notice of Opt-Out of Third-Party Releases Under the Plan [Docket No. [764](#), 12/7/20]
- V. Notice of Opt Out of Third-Party Releases and Exculpations by, and Limited Objection of, Kennedy Lewis Capital Partners Masterfund LP and Kennedy Lewis Capital Partners Master Fund II LP to the First Amended Joint Chapter 11 Plan [Docket No. [771](#), 12/9/20]

Status: This matter will be going forward solely with respect to final Disclosure Statement approval and Plan confirmation.

Dated: Wilmington, Delaware  
December 10, 2020

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sean T. Greecher

Robert S. Brady (No. 2847)  
Sean T. Greecher (No. 4484)  
Allison S. Mielke (No. 5934)  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: rbrady@ycst.com  
sgreecher@ycst.com  
amielke@ycst.com

and

KIRKLAND & ELLIS LLP

Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)

Derek I. Hunter (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: nicole.greenblatt@kirkland.com

derek.hunter@kirkland.com

KIRKLAND & ELLIS LLP

Mark McKane, P.C. (admitted *pro hac vice*)

555 California Street

San Francisco, CA 94104

Telephone: (415) 439-1400

Facsimile: (415) 439-1500

Email: mark.mckane@kirkland.com

KIRKLAND & ELLIS LLP

Joshua M. Altman (admitted *pro hac vice*)

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: josh.altman@kirkland.com

*Counsel to the Debtors and Debtors in Possession*